FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPRO	VAL

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response.. 16.00

SEC USE ONLY						
Prefix		Serial				
DATE RECEIVED						

Name of Offering (check if this is an amendment and name has changed, and indicate	change.)
5.60% Notes due May 1, 2015 (Enterprise Rent-A-Car Company Guarantee thereof) (2005) DECEIVED TO
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506	Section 4(6) ULOE
Type of Filing: New Filing Amendment	// MAY 0 3 2005
A. BASIC IDENTIFICATION DAT	A Company of the Comp
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate control of the	hange.)
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
600 Corporate Park Drive, St. Louis, Missouri, 63105	(314) 512-2316
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices) Same as above.	Same as above.
Brief Description of Business	
Issuer is a finance subsidiary for Enterprise Rent-A-Car Company, a Missouri corporation,	and its affiliates, which are engaged primarily in
the automobile rental and leasing business.	PROCESSED
Type of Business Organization	0 /0000 0 0000
☐ corporation ☐ limited partnership, already formed ☐ other	(please specify): / MAY 1 0 2005
business trust limited partnership, to be formed	7:40.40
Month Year	TALANGIA
Actual or Estimated Date of Incorporation or Organization: 0 5 9 4] FINANCIAL
	Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbrev	
CN for Canada; FN for other foreign juris	sdiction)
GENERAL INSTRUCTIONS	

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. Or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following:	
• Each promoter of the issuer, if the issuer has been organized within the past five years;	
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or m 	nore of a class of equity securities
of the issuer;	
• Each executive officer and director of corporate issuers and of corporate general and managing partners of	of partnership issuers; and
Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Enterprise Rent-A-Car Company (Missouri corporation)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
600 Corporate Park Drive, St. Louis, Missouri, 63105	
Check Box(es) that Apply: Promoter Indirect Beneficial Owner Executive Officer of Guarantor	Director General and/or Managing Partner
Full Name (Last name first, if individual) Taylor, Jack C.	
Business or Residence Address (Number and Street, City, State, Zip Code) 600 Corporate Park Drive, St. Louis, Missouri, 63105	The second secon
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Taylor, Andrew C.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
600 Corporate Park Drive, St. Louis, Missouri, 63105	
Check Box(es) that Apply: Promoter Beneficial Owner MExecutive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual) Ross, Donald L.	
Business or Residence Address (Number and Street, City, State, Zip Code) 600 Corporate Park Drive, St. Louis, Missouri, 63105	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	
Snyder, William W.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
600 Corporate Park Drive, St. Louis, Missouri, 63105	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
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Full Name (Last name first, if individual)	,
Business or Residence Address (Number and Street, City, State, Zip Code)	
(Use blank sheet, or copy and use additional copies of this sheet, as necessar	ry)

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													Yes No
1.	Has the	issuer sold	, or does t	he issuer i	ntend to se	ell, to non-	accredited	l investors	in this off	ering?			
				Ans	wer also ii	n Appendi	x, Column	2, if filing	g under UL	OE.			
2.	What is	the minim	um investr	nent that v	vill be acc	epted from	any indiv	idual?					\$ <u>100,000</u>
													Yes No
3.	Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission												
4.		information in the information i											
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	of the br	oker or de	aler. If mo	re than fiv	e (5) perso	ons to be l							
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Barclays Cap												
Business or I		,			City, State,	Zip Code	;)					
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Name of Ass	sociated B	roker or D	ealer									
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	(PK)
												

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	2. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF F	ROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt		
	5.60% Notes due May 1, 2015	\$ 500,000,000	\$500,000,000
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests		\$
	Other (Specify)	\$	\$
	Total		\$500,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	10	\$ 500,000,000
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	_	
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fee	🗵	\$ 8,000
	Printing and Engraving Costs	🗵	\$ <u>12,000</u>
	Legal Fees	🗵	\$ 37,500
	Accounting Fees	🗵	\$ 20,000
	Engineering Fees	🗵	\$ <u>0</u>
	Sales Commissions (specify finders' fees separately)	🗵	\$ 3,250,000
	Other Expenses (identify) Rating Agency Fees	🗵	\$ 193,500
	Total		\$ 3,521,000
	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ <u>496,479,000</u>

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ount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. I all the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.	The total of the pay	yments listed must
	Payments Officers Directors, Affiliate	& Payments To
Salaries and fees	□\$	\$
Purchase of real estate		_
Purchase, rental or leasing and installation of machinery and equipment	 \$	\$
Construction or leasing of plant buildings and facilities	□\$	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital	\$\$ \$\$	\$ \$ \$\$
Other (specify): General corporate purposes	\$	∑ \$ <u>496,479,000</u>
Column Totals	 \$	⊠\$ <u>496,479,000</u>
Total Payments Listed (column totals added)	\boxtimes :	\$496,479,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the

- 7 -

D. FED		

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is fled under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any nonaccredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
ERAC USA Finance Company	White	4/27/05
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
William W. Snyder	Vice President	

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